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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.

Chapter 11

Case No. 12-12080 (SCC)

Jointly Administered

**JOINDER OF HARBINGER CAPITAL PARTNERS LLC IN SUPPORT OF
LIGHTSQUARED'S OBJECTION TO EMERGENCY MOTION OF AD HOC
SECURED GROUP OF LIGHTSQUARED'S LP LENDERS TO ENFORCE ORDER
PURSUANT TO 11 U.S.C. § 1121(d) FURTHER EXTENDING LIGHTSQUARED'S
EXCLUSIVE PERIODS TO FILE A PLAN OF REORGANIZATION AND
SOLICIT ACCEPTANCES THEREOF [DOCKET NO. 522]**

Harbinger Capital Partners LLC and certain of its managed and affiliated funds and wholly-owned subsidiaries, including HGW US Holding Company, L.P., Blue Line DZM Corp., and Harbinger Capital Partners SP, Inc. (collectively "Harbinger"), in their capacity as the majority equity holders of LightSquared Inc. ("LightSquared" and together with certain of its affiliates, as debtors and debtors in possession, "Debtors") and/or holders of loans made pursuant to that certain credit agreement, dated July 1, 2011 (as amended from time to time), among LightSquared Inc. as borrower, the subsidiary guarantors thereto, the lenders party thereto, and U.S. Bank National Association, as successor administrative agent to UBS AG, Stamford Branch, by and through their attorneys Kasowitz, Benson, Torres & Friedman LLP, hereby

submit their joinder to the Debtors' objection ("Objection") to the emergency motion [Dkt. No. 685] ("Motion") of the ad hoc secured group ("Ad Hoc Secured Group") of holders LightSquared LP's prepetition debt ("Prepetition LP Obligations") to enforce the *Order Pursuant To 11 U.S.C. § 1121(d) Further Extending LightSquared's Exclusive Periods To File A Plan Of Reorganization And Solicit Acceptances Thereof*, dated February 13, 2013 [Dkt. No. 522] ("Second Exclusivity Extension Order"), and respectfully represent as follows:

JOINDER

1. Harbinger hereby joins the Debtors' Objection and submits that the Court should deny the relief sought by the Ad Hoc Secured Group in their Motion for all the reasons set forth in the Objection.

RESERVATION OF RIGHTS

2. Pursuant to the *Scheduling Order*, dated June 25, 2013 [Dkt. No. 699] ("Scheduling Order"), this joinder is made only with respect to the Debtors' Objection. Harbinger expressly reserves the right to file a joinder to the Debtors' cross-motion ("Cross Motion"), for entry of an order pursuant to 11 U.S.C. § 105(a) relieving LightSquared of certain obligations under the *Stipulation Between Parties In Interest Regarding Entry Of Order Pursuant To 11 U.S.C. § 1121(d) Further Extending LightSquared's Exclusive Periods To File A Plan Of Reorganization And Solicit Acceptances Thereof* [Dkt. No. 522, Ex. A] ("Exclusivity Stipulation"), on or before July 3, 2013, as provided in the Scheduling Order. As will be set forth more fully in Harbinger's forthcoming joinder to the Cross-Motion, even if the May 20 Letter were null and void, Harbinger submits that the Court can and should modify the Second Exclusivity Extension Order and terminate the enforceability of paragraphs 6-11 and 14 of the Exclusivity Stipulation.

CONCLUSION

WHEREFORE, Harbinger joins in the Objection and respectfully requests that this Court deny the Motion.

Dated: July 1, 2013
New York, New York

By: /s/ David M. Friedman
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